



SOMI CONVEYOR BELTINGS LIMITED

4F – 15, “Oliver House”, New Power House Road, Jodhpur Tel.:0291–2765400, 2610472, CIN NO. L25192RJ2000PLC016480

ANNEXURE - I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REG. 27(2) OF SEBI (LODR) REGULATIONS, 2015

1. Name of Listed Entity: SOMI CONVEYOR BELTINGS LIMITED

BSE: (Security Code: 533001) (Security ID: SOMICONV), NSE: (NSE Symbol: SOMICONVEY) (CIN: L25192RJ2000PLC016480)

2. Quarter ending: 31st March, 2019 (4th QUARTER)

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/independent/ Nominee) ^{&}	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Om Prakash Bhansali	PAN: AAYPB9950G DIN: 00351846	Executive Director- Chairman- Managing Director	29/09/2017	Not Applicable as not a Independent Director	1 (One)	NIL	NIL
Mr.	Vimal Bhansali	PAN: ADDPB0794Q DIN: 00351851	Executive Director- Whole-time director	29/09/2017	Not Applicable as not a Independent Director	1 (One)	1 (One)	NIL

Mr.	Gaurav Bhansali	PAN: ADDPB0795R DIN: 00351860	Executive Director-Whole-time director	29/09/2017	Not Applicable as not a Independent Director	1 (One)	1 (One)	NIL
Mr.	Mahendra Rakhecha	PAN: ABBPR6748N DIN: 00648532	Independent Director-Non Executive Director	30/09/2015	12 Years 6 Months	1 (One)	2 (Two)	1 (One)
Mr.	Yogesh Maheshwari	PAN: AAQPM6696N DIN: 01202089	Independent Director-Non Executive Director	30/09/2015	12 Years 2 Months and 21 Days	1 (One)	NIL	NIL
Mr.	Sharad Gyanmal Nahata	PAN: ACIPN2323F DIN: 06814502	Independent Director-Non Executive Director	30/09/2014	5 Years 1 Month and 16 Days	1 (One)	2 (Two)	1 (One)
Ms.	Surbhi Rathi	PAN: ARIPR4034N DIN: 07115169	Women-Independent Director-Non Executive Director	30/09/2015	4 Years and 3 days	1 (One)	NIL	NIL

^sPAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

^{*}to be filed only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non Executive/Independent/Nominee)^{&}
1. Audit Committee	1. Mahendra Rakhecha 2. Gaurav Bhansali 3. Sharad Gyanmal Nahata	Chairman- Independent Director-Non-Executive Director Executive Director- Whole Time Director Independent Director- Non-Executive Director
2. Nomination & Remuneration Committee	1. Yogesh Maheshwari 2. Mahendra Rakhecha 3. Sharad Gyanmal Nahata	Chairman-Independent Director-Non Executive Director Independent Director-Non-Executive Director Independent Director-Non-Executive Director
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Sharad Gyanmal Nahata 2. Mahendra Rakhecha 3. Vimal Bhansali	Chairman- Independent Director- Non Executive Director Independent Director-Non-Executive Director Executive Director- Whole Time Director
<p>^{&}Category of directors means executive/non executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen</p>		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14 th November,2018	14 th February, 2019	91 Days
IV. Meeting of Committees (Audit Committee Only)		

Date(s) of meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14 th February, 2019	Yes, All the Three Members were present	14 th November , 2018	91 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

- In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- If status is “No” details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : **YES**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee: **YES**
 - Nomination & remuneration committee: **YES**
 - Stakeholders relationship committee: **YES**
 - Risk management committee (applicable to the top 100 listed entities) (**NOT APPLICABLE**)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : **YES**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and

disclosure requirements) Regulations, 2015 : **YES**

5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: **YES**
b. Any comments/observations/advice of Board of Directors may be mentioned here : **(NOT APPLICABLE)**



Om Prakash Bhansali
(Managing Director)
For Somi Conveyor Beltings Limited
Date: 08/04/2019

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter (s) of that financial year, this information may not given by Listed entity and instead a statement “same as previous quarter” may be given.



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ANNEXURE – II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining ‘material’ subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes

Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
2. If status is “No” details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: (**NOT APPLICABLE**)



Om Prakash Bhansali
(Managing Director)
For Somi Conveyor Beltings Limited
Date: 08/04/2019